

RECORDATION NO. 20262-1
FILED 1425

JAN 3 1997 2 40 PM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

JAN 3 2 37 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

December 30, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Termination and Release, dated December 30, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to Interim Use Agreement previously filed with the Board under Recordation Number 20262

The names and addresses of the parties to the enclosed document are

Secured Party. General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

A description of the railroad equipment covered by the enclosed document is

One (1) General Electric P42-DC Single Mode Diesel Locomotive, Amtrak Equipment Number 48

Country part -
Elias C. Alvord

Mr Vernon A Williams
December 30, 1996
Page 2

Also enclosed is a check in the amount of \$22 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/bg
Enclosures

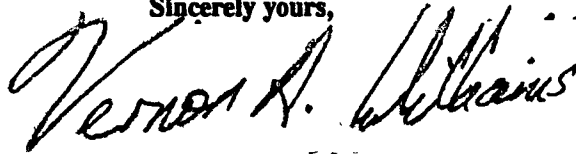
**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, N.W.
Suite 200
Washington, DC 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1-3-97 at 2:40 PM , and assigned recordation number(s). 20262-D.

Sincerely yours,

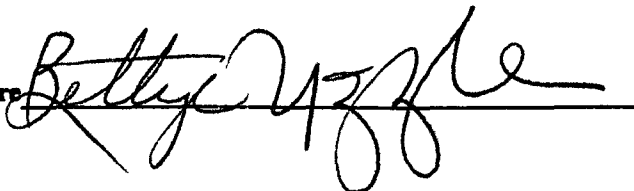


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 20262 FILED 1425

JAN - 3 1997 - 2 40 PM

TERMINATION AND RELEASE

This **TERMINATION AND RELEASE** dated December 30, 1996 (the "*Termination and Release*") is made by **GENERAL ELECTRIC COMPANY**, a New York corporation (the "*Manufacturer*").

WITNESSETH:

WHEREAS, the Manufacturer has entered into an Agreement dated as of August 28, 1996 ("*Interim Use Agreement*"), with **NATIONAL RAILROAD PASSENGER CORPORATION**, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), which Agreement has been filed and recorded on September 12, 1996 at 1:05 p.m. with the Surface Transportation Board and has been assigned recordation No. 20262;

WHEREAS, pursuant to the Interim Use Agreement, the Manufacturer has delivered to Amtrak one (1) General Electric P42-DC Single Mode Diesel Locomotive which is more specifically described by road number in Annex A attached hereto (the "*Locomotive*");

WHEREAS, pursuant to the Interim User Agreement, the Manufacturer retained title to the Locomotive for purposes of securing, among other things, payment in full of the purchase price of the Locomotive;

WHEREAS, on the date hereof, Amtrak is purchasing the Locomotive from the Manufacturer and will provide the Manufacturer with payment in full for the purchase price for the Locomotive; and

WHEREAS, on the date hereof, the Manufacturer is delivering to Amtrak, against receipt of such purchase price, a Manufacturer's Bill of Sale with respect to the Locomotive.

NOW, THEREFORE, the Manufacturer agrees as follows:

Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Interim User Agreement.

Section 2. Termination and Release of the Locomotive. All right, title and interest of the Manufacturer in and to the Locomotive described on Annex A hereto is hereby released. The Interim Use Agreement shall remain in full force and effect with respect to all Locomotives (as defined in the Interim User Agreement) not specifically described on Annex A hereto.

Section 3. Further Assurances. The Manufacturer hereby agrees to execute and deliver to Amtrak and its successors and assigns, at Amtrak's or its successors and assigns' cost and expense, as the case may be, such additional instruments, notices, releases or certificates as Amtrak or its successors and assigns, as the case may be, may reasonably request to effectuate the foregoing provisions of this Termination and Release.

IN WITNESS WHEREOF, the Manufacturer has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

GENERAL ELECTRIC COMPANY

By: 

Name: Jeffrey L. Tushar

Title: Manager, Americas Locomotive Finance

STATE OF Pennsylvania)
) ss
COUNTY OF Erie)

On this, the 27th day of December, 1996, before me personally appeared Jeffrey L. Tushar, to me personally known, who, being by me duly sworn, says that he is a Manager of General Electric Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

Notarial Seal
Michael J. Baughman, Notary Public
Erie, Erie County
My Commission Expires Aug 1, 1998

Member, Pennsylvania Association of Notaries

SENT BY:

12-27-96 ; 2:58PM ;

TNJB NY→

18148752724;# 6

Annex A to
Termination and Release

LOCOMOTIVE

Description

Amtrak Equipment Number

One (1) General Electric P42-DC Single
Mode Diesel Locomotive

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